

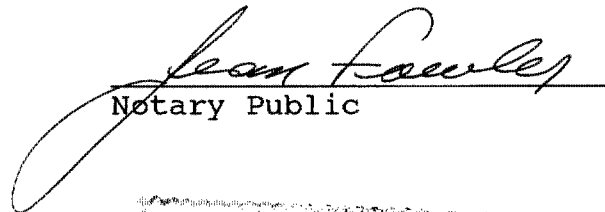
REGISTRATION NO. 8598-17
DEC 8 1995 8 10 PM
ILLINOIS JUDICIAL BRANCH COMMISSION

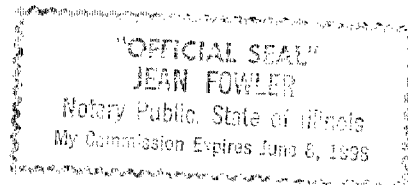
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1995, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 28th day of November, 1995.


Notary Public



BILL OF SALE

8598-18
REC 8 1995-3 12 PM

CHEMICAL BANK
as successor by merger to
Manufacturers Hanover Trust Company,
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1976
(Series 14)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company, as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1976 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1995.

CHEMICAL BANK,
as successor by merger to
Manufacturers Hanover Trust Company

By: R. Lorenzen
R. LORENZEN SENIOR TRUST OFFICER

(CORPORATE SEAL)

Attest:

David G. Safer
Its DAVID G. SAFER
SENIOR TRUST OFFICER

STATE OF NEW YORK)
)
COUNTY OF New York) SS

On this 14th day of November, 1995, before me, a Notary Public in and for said State and County, personally appeared R. LORENZEN and DAVID G. SAFER, to me personally known, who being by me duly sworn did say that they are, respectively, SENIOR TRUST OFFICER and SENIOR TRUST OFFICER of Chemical Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

(SEAL)

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1997

UTC2044

7/31/95

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS - SCHEDULE B
 SERIES 14 (R014)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
6 —	BOXT	70 TON	BCIT 841105, 841109, 841121 BCIT 841391, 841502, 841552
1	GONT	100 TON	UNPX 102548 —
2	TA	13,500 GAL	UTLX 12659, 12692
1	TM	16,800 GAL	UTLX 72015
1	TM	17,000 GAL	UTLX 72329
2	TM	20,000 GAL	UTLX 58126, 75472
1	TMI	10,000 GAL	UTLX 73381
1	TMI	13,900 GAL	UTLX 73492
4	TP	17,300 GAL	UTLX 27966, 27967, 27973, UTLX 27981
<u>1</u>	TP	24,690 GAL	UTLX 96027
20	TOTAL		